

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
Covington Credit of Texas, Inc.,)	
	)	Case No. 24-90164-MI
Debtor.)	
)	
Tax I.D. No.: 57-1002963)	
)	
)	
In re:	)	Chapter 11
)	
CURO Group Holdings Corp.,)	
	)	Case No. 24-90165-MI
Debtor.)	
)	
Tax I.D. No.: 90-0934597)	
)	
)	
In re:	)	Chapter 11
)	
Curo Financial Technologies Corp.,)	
	)	Case No. 24-90166-MI
Debtor.)	
)	
Tax I.D. No.: 26-3290759)	
)	
)	
In re:	)	Chapter 11
)	
Curo Intermediate Holdings Corp.,)	
	)	Case No. 24-90169-MI
Debtor.)	
)	
Tax I.D. No.: 26-3290689)	
)	

)	
In re:	)	Chapter 11
)	
Curo Management, LLC,)	
	)	Case No. 24-90190-MI
Debtor.)	
)	
Tax I.D. No.: 81-0586671)	
)	
)	
In re:	)	Chapter 11
)	
Curo Collateral Sub, LLC,)	
	)	Case No. 24-90170-MI
Debtor.)	
)	
Tax I.D. No.: 85-2048845)	
)	
)	
In re:	)	Chapter 11
)	
CURO Ventures, LLC,)	
	)	Case No. 24-90172-MI
Debtor.)	
)	
Tax I.D. No.: N/A)	
)	
)	
In re:	)	Chapter 11
)	
CURO Credit, LLC,)	
	)	Case No. 24-90175-MI
Debtor.)	
)	
Tax I.D. No.: 30-1013337)	
)	

)	
In re:	)	Chapter 11
)	
Ennoble Finance, LLC,)	
	)	Case No. 24-90177-MI
Debtor.)	
)	
Tax I.D. No.: 61-1844482)	
)	
)	
In re:	)	Chapter 11
)	
Ad Astra Recovery Services, Inc.,)	
	)	Case No. 24-90179-MI
Debtor.)	
)	
Tax I.D. No.: 20-8481855)	
)	
)	
In re:	)	Chapter 11
)	
Attain Finance, LLC,)	
	)	Case No. 24-90181-MI
Debtor.)	
)	
Tax I.D. No.: 27-1646845)	
)	
)	
In re:	)	Chapter 11
)	
First Heritage Credit, LLC,)	
	)	Case No. 24-90183-MI
Debtor.)	
)	
Tax I.D. No.: 64-0928203)	
)	
)	
In re:	)	Chapter 11
)	
First Heritage Credit of Alabama, LLC,)	
	)	Case No. 24-90185-MI
Debtor.)	
)	
Tax I.D. No.: 47-1094734)	
)	

In re:)	
	)	Chapter 11
First Heritage Credit of Louisiana, LLC,)	
)	
Debtor.	)	Case No. 24-90186-MI
)	
Tax I.D. No.: 64-0945491)	
)	
)	
In re:	)	Chapter 11
)	
First Heritage Credit of Mississippi, LLC,)	
	)	Case No. 24-90187-MI
Debtor.)	
)	
Tax I.D. No.: 64-0931270)	
)	
)	
In re:	)	Chapter 11
)	
First Heritage Credit of South Carolina,)	
LLC,)	
	)	Case No. 24-90167-MI
Debtor.)	
)	
Tax I.D. No.: 81-4993092)	
)	
)	
In re:	)	Chapter 11
)	
First Heritage Credit of Tennessee, LLC,)	
	)	Case No. 24-90168-MI
Debtor.)	
)	
Tax I.D. No.: 72-1571738)	
)	
)	
In re:	)	Chapter 11
)	
SouthernCo, Inc.,)	
	)	Case No. 24-90171-MI
Debtor.)	
)	
Tax I.D. No.: 45-3249674)	
)	

)	
In re:	)	Chapter 11
)	
Heights Finance Holding Co.,)	
	)	Case No. 24-90173-MI
Debtor.)	
)	
Tax I.D. No.: 57-1076628)	
)	
)	
In re:	)	Chapter 11
)	
Southern Finance of South Carolina, Inc.,)	
	)	Case No. 24-90174-MI
Debtor.)	
)	
Tax I.D. No.: 57-0827143)	
)	
)	
In re:	)	Chapter 11
)	
Southern Finance of Tennessee, Inc.,)	
	)	Case No. 24-90176-MI
Debtor.)	
)	
Tax I.D. No.: 62-1618281)	
)	
)	
In re:	)	Chapter 11
)	
Covington Credit of Alabama, Inc.,)	
	)	Case No. 24-90178-MI
Debtor.)	
)	
Tax I.D. No.: 20-3412294)	
)	

<hr/>)	
In re:	)	Chapter 11
)	
Quick Credit Corporation,)	
	)	Case No. 24-90180-MI
Debtor.)	
)	
Tax I.D. No.: 57-0857420)	
<hr/>)	
In re:	)	Chapter 11
)	
Covington Credit, Inc.,)	
	)	Case No. 24-90182-MI
Debtor.)	
)	
Tax I.D. No.: 57-1094987)	
<hr/>)	
In re:	)	Chapter 11
)	
Covington Credit of Georgia, Inc.,)	
	)	Case No. 24-90184-MI
Debtor.)	
)	
Tax I.D. No.: 58-1435012)	
<hr/>)	
In re:	)	Chapter 11
)	
Heights Finance Corporation,)	
	)	Case No. 24-90189-MI
Debtor.)	
)	
Tax I.D. No.: 37-1297535)	
<hr/>)	

In re:)	
	)	Chapter 11
Heights Finance Corporation,)	
	)	Case No. 24-90191-MI
Debtor.)	
)	
Tax I.D. No.: 37-1351941)	
)	
In re:)	
	)	Chapter 11
LendDirect Corp.,)	
	)	Case No. 24-90188-MI
Debtor.)	
)	
Canadian Business No.: 80625 9321)	
)	
In re:)	
	)	Chapter 11
CURO Canada Corp.,)	
	)	Case No. 24-90192-MI
Debtor.)	
)	
Canadian Business No.: 13388 1334)	
)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF
AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 1:30p.m. (prevailing Central Time) on March 25, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on March 25, 2024 at 1:30 p.m. (prevailing Central Time) in Courtroom 404, 4th Floor, 515 Rusk Street, Houston, TX 77002. Participation at the hearing will only be permitted by audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Isgur's conference room number is 954554. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link Judge Isgur's home page. The meeting code is JudgeIsgur. Click the settings icon in the upper right corner and enter your name under the personal information setting.

Relief Requested

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:	)	Chapter 11
)	
CURO Group Holdings Corp., <i>et al.</i>,	)	Case No. 24-90165-MI
)	
Debtors. ¹	)	(Jointly Administered)
)	

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors' cases other than the case of CURO Group Holdings Corp. to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing the joint administration of the chapter 11 cases of: CURO Group Holdings Corp. (Case No. 90165-MI); Curo Financial Technologies Corp. (Case No. 24-90166-MI); Curo Intermediate Holdings Corp. (Case No. 24-90169-MI); Curo Management, LLC (Case No. 24-90190-MI); Curo Collateral Sub, LLC (Case No. 24-90170-MI); CURO Ventures, LLC (Case No. 24-90172-MI); CURO Credit, LLC (Case No. 24-90175-MI); Ennoble Finance, LLC (Case No. 24-90177-MI); Ad Astra Recovery Services, Inc., (Case No. 24-90179-MI); Attain Finance, LLC (Case No. 24-90181-MI); First Heritage Credit, LLC (Case No. 24-90183-MI); First Heritage Credit of Alabama, LLC (Case No. 24-90185-MI); First Heritage Credit of Louisiana, LLC (Case No. 24-90186-MI); First Heritage Credit of Mississippi, LLC (Case No. 24-90187-MI); First Heritage Credit, of South Carolina LLC (Case No. 24-90167-MI); First Heritage Credit of Tennessee, LLC (Case No. 24-90168-MI); SouthernCo Inc. (Case No. 24-90171-MI); Heights Finance Holding Co. (Case No. 24-90173-MI); Southern Finance of South Carolina, Inc. (Case No. 24-90174-MI); Southern Finance of Tennessee Inc. (Case No. 24-90176-MI); Covington Credit of Alabama, Inc. (Case No. 24-90178-MI); Quick Credit Corporation (Case No. 24-90180-MI); Covington Credit, Inc. (Case No. 24-90182-MI); Covington Credit of Georgia, Inc. (Case No. 24-90184-MI); Covington Credit of Texas (Case No. 24-90164-MI); Heights Finance Corporation (Case No. 24-90189-MI); Heights Finance Corporation (Case No. 24-90191-MI); LendDirect Corp. (Case No. 24-90188-MI); CURO Canada Corp. (Case No. 24-90192-MI). The docket in Case No. 24-90165-MI should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed, and all further docket entries shall be made, in Case No. 24-90165-MI.**

Jurisdiction and Venue

4. The United States Bankruptcy Court for the Southern District of Texas (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core

proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are Bankruptcy Code section 342(c), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the Procedures for Complex Cases in the Southern District of Texas.

Background

7. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. Concurrently with the filing of this Motion, the Debtors filed a motion requesting procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases, and no official committees have been appointed or designated.

8. The Debtors and their non-Debtor affiliates (collectively, the “Company”) provide consumer credit lending services across the U.S. and Canada. In the U.S., the Company operates under several principal brands, including “Heights Finance,” “Southern Finance,” “Covington Credit,” “Quick Credit,” and “First Heritage Credit.” In Canada, the Company operates under the “Cash Money” and “LendDirect” brands. As of the Petition Date, the Company operated approximately 400 store locations across 13 U.S. states and approximately 150 stores in eight Canadian provinces and had an online presence in eight Canadian provinces and one territory. The Company generated approximately \$672 million in total revenue for the fiscal year 2023, and, as

of the Petition Date, the Company had approximately \$2.1 billion in aggregate principal amount of prepetition funded debt obligations.

9. A description of the Debtors and their businesses, and the facts and circumstances supporting this Motion, are set forth in the *Declaration of Douglas Clark in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with this Motion and incorporated by reference herein.

Basis for Relief

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced these Chapter 11 Cases are “affiliates” as that term is defined in Bankruptcy Code section 101(2). Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

11. Joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings and orders in these Chapter 11 Cases will affect each Debtor entity. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the United States Trustee for the Southern District of Texas and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

12. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested but instead will

benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. Accordingly, joint administration of these Chapter 11 Cases is in the best interests of the Debtors' estates, their creditors and all other parties in interest.

Emergency Consideration

13. The Debtors request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003 and Bankruptcy Local rule 9013-1, which empower a court to grant relief within the first 21 days after the commencement of a chapter 11 case when that relief is necessary to avoid immediate and irreparable harm to the estate. An immediate and orderly transition into chapter 11 is critical to the viability of the Debtors' operations and any delay in granting the relief requested could hinder their operations and cause irreparable harm. The failure to receive the requested relief during the first 21 days of these Chapter 11 Cases could severely disrupt the Debtors' operations at this critical juncture and imperil the Debtors' restructuring. Accordingly, the Debtors request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

14. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the entities listed on the Debtors' petitions as holding the largest 30 unsecured claims (on a consolidated basis); (c) counsel to the Prepetition 1L Agent; (d) counsel to the Prepetition 1.5L Notes Trustee; (e) counsel to the Prepetition 2L Notes Trustee; (f) counsel to the Ad Hoc Group; (g) counsel to Atlas Securitized Products Holdings, L.P. in its capacity as Administrative Agent; (h) counsel to Midtown Madison Management LLC as Heights II Administrative Agent and Canada II Administrative Agent; (i) the United States Attorney's Office for the Southern District of Texas; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the state attorneys general in the states

where the Debtors conduct their business operations; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no further notice is necessary.

WHEREFORE, the Debtors request entry of an order, substantially in the form of the Order filed with this Motion, granting the relief requested herein and granting such other relief as the Court deems just, proper and equitable.

Dated: March 25, 2024
Houston, Texas

/s/ Sarah Link Schultz

AKIN GUMP STRAUSS HAUER & FELD LLP

Sarah Link Schultz (State Bar No. 24033047;

S.D. Tex. 30555)

Patrick Wu (State Bar No. 24117924;

S.D. Tex. 3872088)

2300 N. Field Street, Suite 1800

Dallas, TX 75201-2481

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

Email: sschultz@akingump.com

pwu@akingump.com

-and-

Michael S. Stamer (*pro hac vice* pending)

Anna Kordas (*pro hac vice* pending)

Omid Rahn timer (*pro hac vice* pending)

One Bryant Park

New York, NY 10036-6745

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: mstamer@akingump.com

akordas@akingump.com

orahn timer@akingump.com

Proposed Counsel to the Debtors

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge.
This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Sarah Link Schultz

Sarah Link Schultz

Certificate of Service

I certify that on March 25, 2024, I caused a copy of the foregoing document to be served
by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern
District of Texas.

/s/ Sarah Link Schultz

Sarah Link Schultz